

BYLAWS OF THE MINNESOTA SLEEP SOCIETY

ARTICLE 1: NAME

The name of the Society is the Minnesota Sleep Society (“Society”).

ARTICLE 2: PURPOSE AND GOALS

The Society has been organized to act as a representative voice for sleep professionals in the State of Minnesota and more specifically:

Section 2.1 To promote and support scientific research and education in polysomnography and sleep medicine.

Section 2.2 To encourage and assist in the advancement of scientific and technical standards of polysomnographic technology.

Section 2.3 To protect and preserve both the patient and public trust in sleep professionals by promoting the highest level of clinical standards for patient care and safety and to produce the highest quality of polysomnographic data and patient care.

Section 2.4 To promote increased awareness of sleep research, sleep medicine, and sleep disorders treatment.

Section 2.5 To promote and improve standards of training and qualifications for sleep professionals.

Section 2.6 To provide a unified voice for sleep professionals in matters of representation, insurance coverage/reimbursement, testing standards and the application of treatment modalities for sleep disorders.

Section 2.7 To develop and maintain the essentials to perpetuate the Society and its objectives.

Section 2.8 To provide a clearinghouse for sleep medicine related quality data.

ARTICLE 3: FUNDS, DUES, AND ACTIVITIES

Funds of the Society shall consist of monies raised by annual dues levied on the members, voluntary contributions to the Society, and income from any other source approved by the Board of Directors. No part of the net earnings of the Society shall inure to the benefit of any private shareholder or individual.

ARTICLE 4: REGISTERED OFFICE

Section 4.1 The principal office for the transaction of business of the Society shall be located in the State of Minnesota or at such place as the Board of Directors designate.

Section 4.2 The Society may have such other offices as directed by the Board of Directors.

Section 4.3 The Society will obtain and maintain status as a registered agent in the State of Minnesota as required by the Minnesota Non-Profit Corporation Act.

ARTICLE 5: MEMBERS

Section 5.1 The Society shall be composed of five classes of members as determined by the Board of Directors: doctoral members, professional members, polysomnographic members, student members, and affiliate members.

Section 5.1.1 Doctoral members shall be those individuals who hold a doctoral degree in a health care or biomedical field. All Doctoral members should be active in sleep disorders medicine, sleep research, or sleep education. Doctoral members may serve as officers on the Board of Directors and on Committees if candidate holds current specialty/sub-specialty certification in sleep medicine, dental sleep medicine, or behavioral sleep medicine. Doctoral members pay annual dues set by the Board of Directors. Doctoral members have full voting privileges.

Section 5.1.2 Professional members shall be those individuals who hold a degree as a Physician's Assistant (PA) or Nurse Practitioner (NP) and who practice in the field of Sleep Medicine. Professional members may serve on the Board of Directors and on Committees. Professional members pay annual dues set by the Board of Directors. Professional members have full voting privileges.

Section 5.1.3 Polysomnographic members shall be those individuals whose primary employment is in the Sleep Technology Profession. Polysomnographic members may serve on the Board of Directors and on Committees, if the candidate holds current RPSGT credentials. Polysomnographic members pay annual dues set by the Board of Directors. Polysomnographic members have full voting privileges.

Section 5.1.4 Student members shall be those individuals seeking a degree, who are currently enrolled in a health care or biomedical, degree-granting institution. All student members should be pursuing a degree leading to participation in sleep disorders medicine, sleep research or sleep education. Student membership also applies to residents and fellows. Student members pay annual dues set by the Board of Directors. Student members do not have voting privilege and are not eligible to serve on the Board of Directors or Committees.

Section 5.1.5 Affiliate members shall be those individuals who have special training in the health care field and/or are active in aspects of sleep medicine. Affiliate members pay annual dues set by the Board of Directors. Affiliate members do not have voting privileges and are not eligible to serve on the Board of Directors or Committees.

Section 5.2 Procedures for Membership

Individuals who desire to become a member of the Society must submit an official application to the state office.

Section 5.3 Annual Business Meeting of the Board of Directors.

There shall be at least one annual business meeting of the Board held during the calendar year.

Meetings of the membership will be held pursuant to action by the Board of Directors.

ARTICLE 6: VOTING

Voting for candidates for vacancies of the Officers and Board of Directors shall be done by mail, electronic mail, or other secure online means as approved and directed by the Board of Directors.

ARTICLE 7: OFFICERS

Section 7.1 Officers: The Officers of the Society shall be a President, President-Elect, Immediate Past-President, Secretary, and Treasurer.

Section 7.2 Officers as Directors: All Officers are members of the Board of Directors and report to the President.

Section 7.3 Eligibility

- a. Only Doctoral, Polysomnographic, and Professional members in good standing shall be eligible to serve as Officers of this Society.
- b. Members employed exclusively by a Durable Medical Equipment, Prosthetics, Orthotics, and Supplies (DMEPOS), or home oxygen company shall be ineligible to serve as Officers of this Society.

Section 7.4 Election and Term of Office

- a. The President shall serve a term of two (2) years as President.
- b. The President-Elect shall serve a term of two (2) years as President-Elect.
- c. Following his or her two-year term as President, he or she will serve a two (2) year term as Immediate Past President.
- d. The Secretary shall serve a term of two (2) years as Secretary. The Secretary shall be eligible to serve a maximum of two consecutive terms.
- e. The Treasurer shall serve a term of two (2) years as Treasurer. The Treasurer shall be eligible to serve a maximum of two consecutive terms.
- f. Terms of office shall commence and officers shall be installed as the First Order of Business under New Business at the Annual Business Meeting.

Section 7.5 Vacancies

- a. In the case of death, incapacity or resignation of the President the vacancy shall be filled by the President-Elect.
- b. In the case of death, incapacity, expulsion, or resignation of the President, President-Elect, Secretary, or Treasurer the vacancy may be filled by action of the Board of Directors.
- c. The fulfillment of a vacancy shall not constitute a term, and a successor so appointed shall serve until the next election of the Society in which they become eligible for general election.

Section 7.6 President

- a. The President shall be the Chief Executive Officer of the Society with responsibility for the general supervision, direction and control of the business affairs of the Society in conformity with Society policies.
- b. The President shall serve as the Chair of the Board of Directors and with the approval of the Board of Directors shall appoint committee chairs, may appoint a parliamentarian, shall be an ex-officio member of all committees except the Nominating Committee, and shall submit the Annual Report to the general membership.
- c. The President may appoint a liaison officer to doctoral affiliates, other technological societies and technological credentialing bodies.
- d. The President shall preside at the Annual Business Meeting, the meetings of the Board of Directors, Executive Committee, Membership Meetings, and shall have such powers and duties as may be prescribed by the Board of Directors.
- e. The President shall approve all committee members.
- f. It shall be the duty of the President to ensure that all Officers and members of the Board of Directors take an active part in the regular business of the Society.
- g. At the completion of their term, the outgoing President shall serve on the Board of Directors as Immediate Past-President for two (2) years and have the same duties as those of a Board member.
- h. The position of President shall be held by a member with full-voting privileges.

Section 7.7 President-Elect

- a. In the absence or disability of the President, the President-Elect shall assume all the duties, powers, obligations and privileges of the President.
- b. The President-Elect shall have such other powers and duties as may be prescribed by the Board of Directors.
- c. The position of President-Elect shall be held by a member with full-voting privileges.

Section 7.8 Secretary

- a. The Secretary shall keep a correct and complete permanent record of the proceedings of the meetings and transactions of the Society.
- b. The Secretary shall submit full and complete records of proceedings for approval by the Board of Directors and/or general membership.
- c. The Secretary shall have such other powers and duties as may be prescribed by the Officers and Board of Directors.
- d. The Secretary shall submit an updated membership list indicating members' status to the President, Secretary and Managing Editor of any official publications.
- e. The position of Secretary shall be held by a member with full-voting privileges.

Section 7.9 Treasurer

- a. The Treasurer shall be the Chief Financial Officer of the Society.
- b. The Treasurer shall monitor the receipts and distribution of funds of the Society and shall present quarterly financial reports to the Board of Directors.
- c. The Treasurer shall submit an annual financial report to the Board of Directors for approval. An audit may be called, at any time, by the Board of Directors to be performed by a Certified Public Accountant

- e. The position of Treasurer shall be held by a member with full-voting privileges.

Section 7.10 Resignation: Any Officer may resign at any time by submitting a written resignation to the Board of Directors.

ARTICLE 8: BOARD OF DIRECTORS

Section 8.1 Composition: The Board of Directors shall consist of the President, President-Elect, Immediate Past-President, Secretary, Treasurer, and three (3) Directors elected by the eligible voting members of the Society. The Board shall strive to maintain a balanced composition consisting of Doctoral members and registered polysomnographic technologists (RPSGT).

Section 8.2 Terms: Each Board of Director shall be elected for a two (2) year term.

Section 8.3 Powers and Duties: Between Annual Business meetings of the Society, the property, business and affairs of the Society shall be directed by the Board of Directors, subject to the limitations of the Articles of Incorporation and these Bylaws. All corporate powers shall be exercised by or under the authority of the Board of Directors.

Subsection 8.3.1 Duties

- a. To study, determine, and execute the short-term and long-range plans of the Society for its continued growth and financial stability, development of policies and periodic assessment of the needs of the membership, surveillance, and the continual maintenance of the Society.
- b. Establishment of standing rules.
- c. Creation and conferment of special awards.
- d. Acceptance, on behalf of the Society, of grants, contributions, gifts, bequests, or other property to further the purposes of the Society.
- e. Consideration and action on matters relating to membership complaints and grievances.
- f. Appointment of the Chair of the Nominating Committee.
- g. Appoint leadership of all approved ad-hoc committees.

Section 8.4 Executive Committee: The Executive Committee of the Board of Directors shall be comprised of the President, President-Elect, Immediate Past-President, Secretary, and Treasurer.

Subsection 8.4.1 Duties

- a. To authorize expenditures within the guidelines set by the Board of Directors.
- b. To conduct any business of the Society which may arise between meetings of the Board of Directors and which may require immediate action. The Executive Committee shall have full power and authority to exercise judgment and make decisions as required safeguarding the Society, subject to review at the next meeting of the Board of Directors.
- c. To perform such other duties as delegated by the Board of Directors.

Section 8.5 Quorum: The presence of a majority of the voting Directors at the beginning of a meeting shall constitute a quorum for conducting Board business for the entire meeting. In the absence of a

quorum, a majority of the Board of Directors present may adjourn to meet again at a stated day and hour or on call of the President.

Section 8.6 Voting: Cumulative voting shall not be allowed. Each Officer and Director shall have one vote. There shall be no voting by proxy. The President shall only vote in case of a tie.

Section 8.7 Action without Meeting: Any action required or permitted to be taken between regular or special meetings of the Board may occur without a meeting if consent is given by all of the Directors.

Section 8.8 Telephone Conference Calls: Directors may participate in any Board or committee meeting by means of a conference telephone call or any similar communications equipment which allows all persons participating in the meeting to hear each other at the same time.

Section 8.9 Eligibility

- a. Only a Member in good standing shall be eligible to serve on the Board of Directors.
- b. An Officer or Director must be actively engaged in the practice (clinical, research, or education) of sleep medicine within six (6) months preceding their installation.
- c. An Officer Director must complete an annual conflict-of-interest statement that will be reviewed by the Executive Committee.

Section 8.10 Vacancies

- a. Unscheduled vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Officers and Directors then in office. Nominations for filling such vacancies shall be made only for the purpose of maintaining the number of Directors as established by Article 8.0, Section 8.1 of the Bylaws.
- b. A successor Director shall serve until the next election of the Society in which he or she becomes eligible for general election.
- c. The fulfillment of a vacancy shall not constitute a term.

Section 8.11 Resignation: Any Director may resign at any time by submitting a written resignation to the Board of Directors.

Section 8.12 Meetings

- a. Regular meetings of the Officers and Board of Directors shall be held at least once each calendar year. Written notice of the time and place of the regular meeting shall be sent by mail or other mode of transmittal to each Director at least thirty (30) days prior to the time of holding such regular meetings.
- b. Special meetings of the Board may be held upon the call of (1.) the President or (2.) Fifty (50%) of seated Directors at such reasonable times and places as the President may designate. Notice of the time and place of special meetings shall be given to each Director at least forty-eight (48) hours prior to the time of holding all such meetings. Meetings called for without the President, by the Directors, shall give the President at least two weeks notice, in addition to an explanation of the reason for the meeting.
- c. Any Director may waive their right to be notified of any meeting. This waiver shall be signed and in writing. It may be signed before or after the meeting.

- d. A Director attending any Board meeting waives the right to notice of that meeting, unless the Director attends the meeting only for the express purpose of objecting to the transaction of business at the meeting.

Section 8.13 Agenda: Any Director who wishes to place items on the agenda of any regular meeting of the Board shall send the items to the President for receipt no later than fifteen (15) days prior to the meeting date.

Section 8.14 Compensation of Directors: Directors shall not receive any regular compensation for their service as Directors, but the Board may authorize reimbursement of reasonable expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses. Nothing shall preclude an Officer or Director from serving in any other capacity and receiving compensation for such services.

Section 8.15 Absence: Any Director unable to attend a meeting shall, in a letter addressed to the President or Secretary, state the reason for their absence. The President or designee will accept or reject the reason for their absence and notify the Director within forty-eight (48) hours upon the receipt of the Directors letter.

ARTICLE 9: INDEMNIFICATION of OFFICERS, DIRECTORS, EMPLOYEES, and OTHER AGENTS

Section 9.1 Definitions: For the purpose of this Article, "agent" means any person who is or was a Directors, Officer, employee, or other appointee of the Society or is or was serving at the request of the Society as a Director, Officer, Committee member, appointee, or employee; "proceeding" means any threatened, pending or completed action, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees incurred while establishing a right to indemnification under this Article.

Section 9.2 Indemnification

- a. The Society shall indemnify any person who was or is a party, or is threatened to be made a party to any proceeding (other than an action by or on the right of the Society) by reason of the fact that such person is or was an agent of the Society against expenses, judgments, fines, settlements, and other amounts actually and reasonable incurred in connection with such proceeding to the maximum extent permitted by the Minnesota Corporation law, including the advance of expenses.
- b. Exception is made in cases where the indemnified individual is adjudged guilty of willful misfeasance or malfeasance in the performance of duties.
- c. The right of indemnification shall be in addition to and not exclusive of all other rights to which indemnified individuals may be entitled.

ARTICLE 10: RULES OF ORDER

Robert's Rules of Order Newly Revised (most current edition) will govern in respect to meetings, elections, and procedural matters.

ARTICLE 11: COMMITTEES, COUNCILS, APPOINTEES and LIAISONS

Section 11.1 Committees, Councils, Appointees and Liaisons

- a. There shall be committees, councils, appointees and liaisons as required to carry on the work of the Society.
- b. The Officers and Board of Directors are empowered to create, combine or dissolve committees, councils, and liaisons, or to change their composition or responsibilities as the need may arise.
- c. The chairperson(s) of each committee and council and the liaisons shall be appointed by the President with approval of the Board of Directors. However, the chair of the Nominating Committee shall be appointed by the Board of Directors.
- d. The term of the appointee, liaison, committee chair and committee members shall correspond to the Presidential term, unless a specific term is otherwise approved by the Board of Directors.
- e. The members of any committee or council shall be appointed by the committee and council chair and are subject to the approval of the President.

Section 11.2 Standing Committees: Members of all Standing Committees shall be nominated by the Committee Chairpersons and shall be subject to confirmation by the Board of Directors.

- a. The Chairs of all Standing Committee unless otherwise specified in these bylaws shall be designated by the Board of Directors.
- b. No Member of a Standing Committee may serve more than three (3) consecutive two-year terms, but an individual may serve as a consultant if it is believed he/she has special expertise that would continue to help the Committee beyond the individual's term. In such capacity, he/she shall have no vote.

Section 11.3 Nominating Committee: The Nominating Committee shall be composed of four members: President, President-Elect, the Immediate Past President, and the nominated chairperson. The duties of the Nominating Committee shall include:

- a. Request and receive nominations from members of the Society for the positions for President-Elect, Secretary, Treasurer, Director(s) and awards presented by the Society,
- b. Review all recommendations received, and
- c. Submit a report to the Board of Directors at its annual meeting with recommendations.

Section 11.4 Audit Committee: The Audit Committee shall assist the Society Board of Directors in ensuring compliance with legal and ethical standards and in selecting and hiring of the internal and independent auditors.

ARTICLE 12: Finances, Dues, and Assessments

Section 12.1 Fiscal Year: The Fiscal Year of the Society shall be from January 1 through December 31.

Section 12.2 Budget

- a. Fiscal and money policies shall be established by the Board of Directors.
- b. Upon recommendation of the Treasurer, the Board of Directors shall adopt a balanced annual operating budget covering all activities of the Society.

Section 12.3 Dues

- a. Dues are subject to change by a majority of the voting members at the Annual Business Meeting of the Board of Directors.
- b. Dues shall be paid annually and are not refundable.

- c. Annual dues shall be due upon receipt of a statement from the Treasurer and shall be considered delinquent within ninety (90) days thereafter.

ARTICLE 13: DISSOLUTION

In the event of dissolution or final liquidation of the Society, all of its assets remaining after payment of its obligations have been made or provided for shall be distributed to a non-profit entity engaged in activities substantially similar to the Society. Distribution of funds shall be designated by the Board of Directors.

ARTICLE 14: COMPENSATION

Officers, Directors and Committee members shall serve without compensation.

ARTICLE 15: ADDITIONAL APPOINTMENTS

Appointments may be made by the President, with the approval of the Board of Directors, to carry out functions not otherwise outlined in these Bylaws.

ARTICLE 16: AMENDMENTS

Section 16.1 Procedure to Amend Articles of Incorporation: The Articles of Incorporation may be amended in accordance with the procedure outlined in the Minnesota Corporation Act. The Amended Articles shall be executed and filed in accordance with the aforementioned law.

Section 16.2 Procedure to Amend the Society Bylaws

- a. Amendments may be presented in writing to the President by any member in good standing. The President shall forward said proposed amendments within thirty (30) days of receipt to all members of the Board of Directors.
- b. Amendments to the Bylaws may be made by a two-thirds (2/3) vote of the Board of Directors. Action to amend may be initiated by the President or by a Director. Director-proposed amendments shall be submitted to the President at least two (2) months before the Annual Board Meeting, together with justification to all Directors at least one (1) month prior to the Annual Board Meeting. Voting shall follow discussion of the proposed amendments.
- c. Any changes in the Bylaws will be circulated to the Membership in a Society publication.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on January 4, 2010.

Brian P. Fisher, RPSGT – Secretary
01/25/2010
Date